## Edgar Filing: WACHOVIA CORP NEW - Form 4

WACHOVIA CORP NEW Form 4 December 16, 2008							
				APPROVAL			
Check this box	S SECURITIES AND EXCHANGE Washington, D.C. 20549	COMMISSION	OMB Number:	3235-0287			
if no longer STATEMENT C	<b>PF CHANGES IN BENEFICIAL OV</b>	<b>VNERSHIP OF</b>	Expires:	January 31, 2005			
subject to STATEMENT C Section 16. Form 4 or	SECURITIES		Estimated burden ho response.	•			
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							
(Print or Type Responses)							
1. Name and Address of Reporting Person <u>*</u> GOODWIN WILLIAM H JR	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer					
	WACHOVIA CORP NEW [WB]	(Check all applicable)					
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	V Director 10% Ourser					
ONE JAMES CENTER, 901 EAST CARY STREET	_X_ Director 10% Owner Officer (give title Other (specify below) below)						
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check					
RICHMOND, VA 23219	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
(City) (State) (Zip)		Person					
	Table I - Non-Derivative Securities A			-			
(Instr. 3) any	emed 3. 4. Securities on Date, if TransactionAcquired (A) or Code Disposed of (D) /Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	SecuritiesHBeneficially((OwnedHFollowing((ReportedTransaction(s)(Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial			
Common Stock			D				
Common Stock		2,050,000	ſ	By Riverstone Group, LLC			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	a 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative6. Date Exercisable and Expiration DateSecurities(Month/Day/Year)Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units <u>(2)</u>	\$ 0	12/15/2008		А	893.8335		<u>(1)</u>	<u>(1)</u>	Common Stock	893.8335

## **Reporting Owners**

Reporting Owner Name / Address	i				
	Director	10% Owner	Officer	Other	
GOODWIN WILLIAM H JR ONE JAMES CENTER 901 EAST CARY STREET RICHMOND, VA 23219	Х				
Signatures					
William H. Goodwin, Jr.	12/16/200	8			

\*\*Signature of Reporting Date Person

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Phantom stock units awarded pursuant to the Wachovia director deferred stock unit plan. These units are settled following the director's termination of the service as a member of the issuer's board of directors.
- (2) The phantom stock converts into common stock on a one-for-one basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.